CHARTER AND BY-LAWS

OF THE

WESTERN RAILROAD COMPANY,

WITH THE AMENDMENTS,

AND

A LIST OF THE OFFICERS FOR THE YEAR 1861.

FAYETTEVILLE:
PRINTED BY EDWARD J. HALE & SONS.
1861.

George Washington Flowers Memorial Collection

DUKE UNIVERSITY LIBRARY

ESTABLISHED BY THE
FAMILY OF
COLONEL FLOWERS

CHARTER AND BY-LAWS

OF THE

WESTERN RAILROAD COMPANY,

WITH THE AMENDMENTS,

AND

A LIST OF THE OFFICERS FOR THE YEAR 1861.

FAYETTEVILLE:
PRINTED BY EDWARD J. HALE & SONS.
1861.

OFFICERS OF THE COMPANY.

President:

C. B. MALLETT.

Secretary and Treasurer:

JNO. M. ROSE.

Directors:

GEO. McNEILL.
JAS. KYLE.
H. L. MYROVER.
A. A. McKETHAN.
W. T. HORNE.
S. J. HINSDALE.
THOS. S. LUTTERLOH.
A. McLEAN.
W. McLAURIN.

CHARTER.

AN ACT

To Incorporate a Company to construct a Rail Road from some point on the Cape Fear River, at or near Fayetteville, to some point in the Coal Region, hereafter to be determined.

Section 1. Be it enacted by the General Assembly of the State of North Carolina, and it is hereby enacted by the authority of the same, That for the purpose of establishing a communication by Rail Road between the Town of Fayetteville and the Coal region in the counties of Moore and Chatham, at some point to be hereafter determined, the formation of a corporate company, with a capital of five hundred thousand dollars, is hereby authorised,—to be called "The Western Rail Road Company;" and when formed in compliance with the conditions hereinafter prescribed, to have a corporate existence as a body politic in perpetuity.

Sec. 2. Be it further enacted, That the said Company be and the same is hereby authorised to construct a Rail Road from the town of Fayetteville to some point in the Coal region, in the county of Moore or in the county of Chatham, to be determined by said Company after the same shall have been formed.

Sec. 3. Be it further enacted, That for the purpose of revising [raising] the Capital Stock of said Company, it shall be lawful to open books in the Town of Fayetteville, under the direction of the following Commissioners, to-wit: Duncan G. MacRae, Jesse G. Shepherd, James Kyle, William H. Haigh, John Eccles, George McNeill, Thomas S. Lutterloh, John H. Cook, Edward J. Hale, Benjamin W. Robinson, Robert K. Bryan, Robert Strange, and David A. Ray; in the Town of Wilmington, under the direction of P. K. Dickinson, Thomas H. Wright, John A. Taylor, Gilbert Potter, John McRae, Sen'r, O. G. Parsley, A. J. DeRosset, Jr., Robert W. Brown, and D. K. McRae;

and at such other places, and under the direction of such persons, as a majority of the Commissioners first above-named may deem proper, for the purpose of receiving subscriptions to an amount not exceeding five hundred thousand dollors, in shares of one hundred dollars each.

Sec. 4. Be it further enacted, That the Commissioners above-named, and all other persons who may hereafter be authorised as aforesaid to open books for subscriptions, shall open the same at any time after the ratification of this Act, first giving twenty days' notice thereof, of the time and place, in one or more of the newspapers printed in Fayetteville and Wilmington, and the said books when opened shall be kept open for the space of sixty days at least, and as long thereafter as the Commissioners first above-named shall direct, and the said first-named Commissioners shall have power to call on and require all persons empowered to receive subscriptions of stock, at any time, and from time to time, as a majority of them may think proper, to make returns of the subscriptions of stock by them respectively received.

Sec. 5. Be it further enacted, That whenever the sum of one hundred thousand dollars shall be subscribed, in manner and form aforesaid, the subscribers, their executors, administrators or assigns, shall be and they are hereby declared incorporated into a Company, by the name and style of the "Western Rail Road Company," and by that name shall be capable in law and equity of purchasing, holding, selling, leasing and conveying estates, real, personal and mixed, and of acquiring the same by gift or devise, so far as shall be necessary for the purposes embraced within the scope, object and interest [intent] of their Charter, and no farther: And shall have perpetual succession, and by their corporate name may sue and be sued, plead and be impleaded, in any Court of law and equity in this State; and may have and use a common seal, which they may alter and renew at pleasure; and shall have and enjoy all other rights and immunities which other corporate bodies may and of right do exercise; and make all such bye-laws, rules and regulations as are necessary for the government of the corporation, or effecting the object for which it was created, not inconsistent with the constitution and laws of this State.

Sec. 6. Be it further enacted, That it shall be the duty of the Commissioners named in this Act for receiving subscriptions in Fayetteville, or a majority of them, as soon as the sum of one hundred thousand dollars shall have been subscribed in manner aforesaid, to give public notice thereof, and at the same time call a general meeting of the stockholders, giving at least thirty days' notice of the time and place of meeting; at which meeting a majority of the stockholders, being represented in person or by proxy, shall proceed to elect a President and Treasurer and nine Directors, out of the number of stockholders; and the said Directors shall have power to perform all the duties necessary for the government of the corporation and the transaction of the business. And the persons elected as aforesaid shall serve such period, not exceeding one year, as the stockholders may direct; and at that meeting the stockholders shall fix on the day and place or places where the subsequent election of President and Treasurer and Directors shall be held, and such election shall thenceforth be annually made; but if the day of the annual election of officers shall, under any circumstances, pass without an election, the corporation shall not thereby be dissolved, but the officers formerly elected shall continue in office until a new election takes place.

Sec. 7. Be it further enacted, That the election of officers aforesaid shall be by ballot, each stockholder having as many votes as he has shares in the stock of the Company, and the person having the greatest number of votes polled shall be considered duly elected to the office for which he is nominated; and at all elections and upon all votes taken at any meeting of the stockholders, upon any bye-law or any of the officers of the Company, each share of stock shall be entitled to one vote, to be represented either in person or by proxy; and proxies may be verified in such manner as the bye-laws of the Company prescribe.

Sec. 8. Be it further enacted, That the Board of Directors may fill any vacancies which may occur in it during the period for which they have been elected, and in the absence of the President may appoint a President *pro tempore* to fill his place.

Sec. 9. Be it further enacted, That the Board of Directors may call for the sums subscribed as stock in said Company in

such instalments as the interest of said Company may, in their opinion, require: the call for each payment shall be published in one or more newspapers of the State, for one month before the day of payment, and on failure of any stockholder to pay each instalment as thus required, the Directors may sell at public auction, on a previous notice of ten days, for cash, all the stock subscribed for in said Company by such stockholders, and convey the same to the purchaser at said sale; and if the said sale of stock do not produce a sum sufficient to pay off the incidental expenses of the sale and the entire amount owing by such stockholder to the Company for such subscriptions of stock, then and in that case the whole of such balance shall be held as due at once to the Company, and may be recovered of such stockholder, or his executors, administrators or assigns, at the suit of said Company, either by summary motion in any Court of superior jurisdiction in the county where the delinquent resides, on previous notice of ten days to said subscribers, or by the action of assumpsit in any Court of competent jurisdiction, or by warrant before a Justice of Peace, where the sum does not exceed one hundred dollars; and in all cases of assignment of stock before the whole amount has been paid to the Company, then for all sums due on such stock, both the original subscribers and the first and all subsequent assignees shall be liable to the Company, and the same may be recovered as above-described.

Sec. 10. Be it further enacted, That the debt of the stockholders due to the Company for stock therein, either as original proprietors or as first or subsequent assignee, shall be considered as of equal dignity with Judgment in the distribution of assets of a deceased stockholder by his legal representative.

Sec. 11. Be it further enacted, That the said Company shall issue certificates of stock to its members, and said stock may be transferred in such manner and form as may be directed by the bye-laws of the Company.

Sec. 12. Be it further enacted, That the said Company may at any time increase its capital stock to a sum sufficient to complete said road, not exceeding the additional sum of five hundred thousand dollars, by opening books for the subscription of new stock, or borrowing money on the credit of the Com-

pany, and on the mortgage of its charter and works; and the manner in which the same shall be done in either case shall be prescribed by the stockholders.

Sec. 13. Be it further enacted, That the said Company shall have power of using any section of the said road constructed by them before the whole of said road shall be completed, and may charge for transportation thereon.

Sec. 14. Be it further enacted, That all contracts or agreements authenticated by the President and Secretary of the Board, shall be binding on the Company, with or without a seal. Such a mode of authentication shall be used as the Company, by their bye-laws, may adopt.

Sec. 15. Be it further enacted, That the said Company may purchase, have and hold in fee or for a term of years any lands, tenements, or hereditaments which may be necessary for the said road, or for the erection of depositories, store-houses, houses for the officers, servants or agents of the Company, or for work-shops or foundries to be used by the Company, or for procuring stone or other materials necessary to the construction of the road, or effecting transportation,—and for no other purpose whatever.

Sec. 16. Be it further enacted, That the Company shall have the right, when necessary, to construct the said rail road across any public road, or along the side of any public road, Provided that the said Company shall not obstruct any public road without first constructing one equally as good and as convenient as the one taken by said Company.

Sec. 17. Be it further enacted, That when any lands or right of way may be required by the said Company for the purpose of constructing their road, building warehouses, water stations, workshops or depositories, and for want of agreement as to the value thereof, or from any other cause, the same cannot be purchased from the owner or owners, the same may be taken at a valuation to be made by a jury of good and lawful men, to be summoned by the Sheriff of the county in which the land required by the Company may lie, and in making the said valuation, the said jury shall take into consideration the loss or damage which may accrue to the owner or owners in consequence of the land or right of way being surrendered, and the

benefit and advantage he, she, or they may receive from the erection of the said road, &c., and shall state particularly the value and amount of each, and the excess of loss or damage over and above the advantages and benefits shall form the measure of valuation of said land or right of way: Provided, nevertheless, that if any person or persons over whose land the said road may pass, or the Company, should be dissatisfied with the valuation thus made, then, and in that case, either party may have an appeal to the Court of the county, to be held thereafter; and the Sheriff shall return to the said Court the verdict of the jury, with all their proceedings thereon, and the lands or rights of way so valued by the jury shall vest in the said Company so long as the same shall be used for the purpose of said rail road, so soon as the valuation may be paid, or if refused, paid over to the Clerk of the County Court: Provided that the right of condemnation shall not authorise the said Company to evade [invade] the dwelling house yard, garden or grave-yard of any individual without his consent.

Sec. 18. Be it further enacted, That the right of said Company to condemn land in the manner described in the above section, shall extend to the condemnation only of one hundred feet on each side of the main track of the road, measuring from the centre of the same, unless in case of deep cuts and filling, when said Company shall have power to condemn as much in addition thereto as may be necessary for the purpose of constructing said road; and the Company in like manner shall have power to condemn any appropriate lands for the constructing and building of depots, shops, &c., not exceeding five acres in one lot or station.

Sec. 19. Be it further enacted, That the said Company shall have the exclusive right of conveyance or transportation of persons, goods, merchandise, produce and coal over said road, at such charges as may be fixed on by a majority of the Directors.

Sec. 20. Be it further enacted, That the profits of the Company, or so much thereof as the Board of Directors may deem advisable, shall, when the affairs of the Company will permit, be annually or semi-annually divided among the stockholders, in proportion to the stock each may own.

Sec. 21. Be it further enacted, That notice of process upon

the President or any of the Directors thereof shall be deemed and taken to be due and lawful notice of service of process upon the Company.

Sec. 22. Be it further enacted, That said Company shall have power to construct branches to said road, or to connect with any other rail road that may be constructed, and any contract that may be entered into with any other rail road company by the President and Directors of said Company, after the consent of a majority of the stockholders first obtained, shall be binding on the said Company.

Sec. 23. Be it further enacted, That it may and shall be lawful for the said "Western Rail Road Company" to make and issue bonds to an amount not exceeding four hundred thousand dollars, to be signed by the President of said Company, under the common seal of the same, in sums of one thousand dollars each, bearing interested [interest] at the rate of seven per cent. per annum, to be paid semi-annually, in the city of New York or Boston, at their option, and redeemable in the year 1875.

Sec. 24. Be it further enacted, That to secure the faithful payment of the said bonds, it may and shall be lawful for the President and Directors of the "Western Rail Road Company" to make, execute and deliver to such persons either in the city of New York or Boston as the said Company may select and appoint, a deed of trust or mortgage, under the common seal of said Company, wherein shall be conveyed to the person that [thus] appointed Trustee, the road, property, income and franchises of said Company, acquired or to be acquired, conditioned for the payment of the interest and final redemption of said bonds.

Sec. 25. Be it further enacted, That all the officers of the Company, and servants and persons in the actual employment of the Company, be, and they are hereby exempt from performing ordinary militia duty, working on public roads and serving as jurors.

Sec. 26. Be it further enacted, That all the work hereby required shall be executed with due diligence; and if it be not commenced within four years after the ratification of this act, then this charter shall be void.

Sec. 27. Be it further enacted, That this act shall be in force

from and after the ratification, and shall be regarded as a public act and be continued in force until the year nineteen hundred.

[Read three times, and ratified in General Assembly, this 24th day of December, A. D. 1852.]

JNO. BAXTER, S. H. C.
W. N. EDWARDS, S. S.

STATE OF NORTH CAROLILA,

Office of Secretary of State.

I, William Hill, Secretary of State aforesaid, do hereby certify that the foregoing is a true copy of the original act, on file in this Office.

Given under my hand, this 6th day of January 1853.

W. HILL, Secretary of State.

AMENDATORY ACTS.

AN ACT

To amend the Charter of the Western Railroad Company.

SECTION 1. Be it enacted, &c., That in lieu of the bonds authorized to be issued by the Western Railroad Company, under the 23d and 24th sections of the act of incorporation of the same, the said company is hereby authorized to issue their bonds for such an amount, and in such manner and form, payable at such time and place, and bearing such interest, as said company may authorize; and to secure the payment of the same, they are hereby authorized to make and deliver to such person or persons as they may select, a mortgage or mortgages on all the real and personal estate of the same, together with all their franchises and privileges.

SEC. 2. Be it further enacted, That the justices of the county court of any county, or the authorities of any incorporated town in this State, shall have full power and authority to subscribe to the stock of said company to the amount they shall be authorized to do by the inhabitants of said county or town; and they may issue bonds or other evidences of debt to enable them to borrow money to pay such subscription, at a rate of interest not exceeding seven per cent. per annum, and to levy and collect taxes to pay the same. *Provided, however*, that before any such subscription is made, the question shall be submitted to the qualified voters of the House of Commons of such county, or to the qualified voters of such town, and no subscription shall be made unless a majority of those voting approve thereof.

SEC. 3. Be it further enacted, That in any suit brought by or against said company, no stockholder therein, not being in his individual capacity a party to such suit, shall be incompetent as a witness on account of his being a stockholder in the same.

SEC. 4. Be it further enacted, That so much of the 6th section of the charter as requires the stockholders annually to

elect a treasurer, be repealed, and that hereafter the treasurer shall be appointed by and be amenable to the board of directors.

SEC. 5. Be it further enacted, That the said Western Railroad Company be authorized to acquire, either by purchase or otherwise, in the coalfields on Deep River, not exceeding one thousand acres of land, and to use and dispose of the same for mining and other purposes.

SEC. 6. And be it further enacted, That if the capital stock of said company, as authorized by the charter, be insufficient to carry out the purposes of the same, it may be increased by said company to a million and a half of dollars.—*Passed* 1856-57.

AN ACT

To aid in the Construction and Equipment of the Western Railroad from Fayetteville to the Coalfields.

SECTION 1. Be it enacted by the General Assembly of the State of North Carolina, and it is hereby enacted by the authority of the same, That the public treasurer is hereby authorized and directed to sell the coupon bonds of the State, to an amount not exceeding four hundred thousand dollars, signed by the governor, countersigned by the public treasurer, and sealed with the great seal of the State, bearing six per cent. interest, the principal payable at the end of thirty years from the date thereof, and the coupons of interest payable semi-annually in such form as the public treasurer may direct, to be made payable at such time and place as may be agreed upon by the public treasurer; and that the public treasurer shall pay over the said sum of four hundred thousand dollars to the president and directors of the Western Railroad Company, at such times and upon such conditions as are herein provided: *Provided*, said bonds shall not be sold by the public treasurer for a less sum than their par value.

SEC. 2. Be it further enacted, That before the public treasurer shall sell for said company any of the bonds hereby authorized to be sold, the said Western Railroad Company shall deliver to the public treasurer the coupon bonds of said company for the same amount and bearing the same interest and date, the principal and coupons payable at the same time and

place as those of the State hereinbefore directed to be issued and paid over to the Western Railroad Company; and to secure the principal and interest of said bonds issued by the Western Railroad Company, the State of North Carolina shall by this act have a lien upon all the estate of said company, both real and personal, which they may now have or may hereafter acquire between the Cape Fear river, at Fayetteville, and the terminus of said road in the coalfields, including that at both points, together with all the rights, franchises and powers thereunto belonging or in any wise appertaining, or that may hereafter belong or appertain to said company, which lien shall be more effectually secured by a mortgage duly executed by said company to the State and registered in the register's office of the counties of Cumberland, Harnett, Moore and Chatham, and for the better security of the payment of the interest upon said bonds until the completion of said road, the company shall deposit with the public treasurer good and sufficient bonds made by individual stockholders, or persons interested in said road, amounting to fifty thousand dollars, to secure the payment of the interest as aforesaid, which said bonds shall be payable to the public treasurer, and shall be deemed due and payable at any time prior to the completion of said road, if the said company shall fail to pay the interest on the bonds given in exchange for the bonds of the State; which bonds shall upon the payment of the interest, to the completion of said road, be surrendered by the public treasurer to the said company.

Sec. 3. Be it further enacted, That the bonds of the State hereby authorized to be sold for the Western Railroad Company, shall be sold as follows: when it shall be certified by the president of said Western Railroad Company, that twelve miles of said road have been completed and put in operation, said company shall be entitled to receive one hundred thousand dollars; when it shall be likewise certified that the iron for the whole road has been delivered at the port of Wilmington, said company shall be entitled to receive an additional one hundred thousand dollars; whenever the president shall certify that twenty-four miles of said road have been completed, said company shall be entitled to receive an additional one hundred

thousand dollars; and whenever the president shall certify that the whole road to the coalfields has been completed and put in operation, and that an additional sum has been raised by said company making the amount of four hundred thousand dollars, and that the aforesaid sum of four hundred thousand dollars (exclusive of State bonds) has been expended upon said road, then an additional and final sum of one hundred thousand dollars shall be delivered to said company.

Sec. 4. Be it further enacted, That the income of said company, after paying the current and necessary expenses, shall first be applied to the payment of the interest on the bonds hereby directed to be delivered to the public treasurer, and of the remainder, twenty-five per cent. shall be set aside and permanently invested for the purpose of creating a sinking fund for the final extinguishment of the debt; the balance may be divided among the stockholders, as said company may direct, it being the intention of this act to pledge the whole net income of the company, in the first instance, to liquidation of the interest on the bonds, and then to provide for their final extinguishment.

Sec. 5. Be it further enacted, That the State shall have the privilege, at any time within eight years from the passage of this act, to subscribe stock in said company to the amount of four hundred thousand dollars, in shares of one hundred dollars each, and upon certificates of stock being issued to the State by said company for the same, to surrender the bonds of said company which had previously been delivered to the State under the provisions of this act.

Sec. 6. Be it further enacted, That the board of internal improvements shall have the right, under this act, to send an agent of the State annually to examine into the condition of said railroad company, and to report the same to the governor and council.

Sec. 7. Be it further enacted, That in case any railroad company shall be incorporated hereafter, running eastwardly from the town of Fayetteville, or if the Wilmington and Weldon Railroad Company, or the Wilmington, Charlotte and Rutherford Railroad Company shall ever build a branch under their charter, then the said Western Railroad Company shall

join in the erection of any warehouses and passenger sheds that may be necessary to render such connection as perfect as possible, and regularly use the same for the reception and delivery of all passengers, goods and other articles whatever; and the said railroad company shall not discriminate by charges against the company or companies so connecting with its railway.

Sec. 8. Be it further enacted, That in case of a railroad being built so as to connect any point or points to the eastward of Fayetteville with the coalfields, by means of the Western Railroad, then and in that case the depots, yards, &c. of the Western Railroad shall be used in common with such connecting roads, on their paying a due proportion of the cost of said depots, yards, &c., and agreeing to contribute a due proportion to the repairs and improvements thereon.

Sec. 9. Be it further enacted, That in the payment of any interest which may accrue on the bonds of the State, before the completion of the road, the president of said road shall be required to make oath that no part of said amount of interest has been derived from the sale of the bonds of the State.

Sec. 10. Be it further enacted, That the 22d section of the charter of said company be amended so as to read as follows: That said company shall have power to construct branches to said road, or to connect with any other railroad that may be constructed: *Provided*, That no such branch shall cross any railroad now in existence, or in progress of construction, excepting the Wilmington and Weldon Railroad; any contract that may be entered into with any other railroad company by the president and directors of the said company, after the consent of a majority of the stockholders first obtained, shall be binding on said company; and this act shall be in force from and after its ratification.—[*Ratified the 7th day of Feb'y* 1859.]

AN ACT

To enable the Western Railroad Company to extend their Road from the Coalfields to the North Carolina Railroad.

Whereas, The loan of four hundred thousand dollars made to the Western Railroad company by an act of the last Legislature entitled, "An act to aid in the construction and equip-

ment of the Western Railroad from Fayetteville to the Coal-fields," was insufficient to enable said company to procure the rolling stock and equipment, build work-shops and construct the necessary wharves at Cape Fear River, for the shipment of coal and other produce, and for the erection of a permanent bridge across Deep River; therefore to enable said company to complete said works and carry into effect the provisions of this act,

SECTION 1. Be it enacted, &c., That there shall be two divisions of the Western Railroad, viz: the Eastern division shall extend from the Cape Fear to the west bank of Deep River, near Egypt, in the county of Chatham, and the Western division shall extend from the west bank of Deep River to a point on the North Carolina Railroad, to be hereafter determined by the president and directors of the Western Railroad company, or the stockholders of the same in general meeting assembled.

SEC. 2. That for the purpose of completing the eastern division, procuring the rolling stock and equipment, building shops, wharves, and constructing a permanent bridge over Deep River, the public treasurer is hereby authorized and directed to sell two hundred thousand dollars of the coupon bonds of the State of North Carolina, made in the same manner and form as those heretofore sold for said company, and the proceeds thereof to loan to said railroad company, the said company making and delivering to the public treasurer at the same time its coupon bonds for the same amount, and payable at the same time and place as those of the State sold for its benefit; and to secure the principal and interest of said bonds, issued by the Western Railroad Company, the State of North Carolina shall by this act have a lien upon the Eastern division of said road, together with all the rights and franchises thereto belonging or in any wise appertaining, and upon all the estate of said company, both real and personal, which they may now have or may hereafter acquire; which lien shall have preference over all other claims whatsoever.

SEC. 3. That for the purpose of completing the Western division of said road, the public treasurer is hereby authorized and directed to issue and sell the coupon bonds of the State of North Carolina, signed by the governor, and countersigned by

the public treasurer and sealed with the great seal of the State, bearing six per cent interest, the principal payable at the end of thirty years from the date thereof, and the coupons of interest payable semi-annually in such form and at such time and place as the public treasurer may direct, for the purpose of raising the money herein directed to be loaned to the Western Railroad Company.

Sec. 4. That before the public treasurer shall make any loan to said company of any of the moneys received from the sale of the bonds hereby authorized to be issued and disposed of, the Western Railroad Company shall deliver to the public treasurer the coupon bonds of said company, bearing the same interest and date, the principal and coupons payable at the same time and place as those of the State hereinbefore directed to be issued and disposed of; and to secure the principal and interest of said bonds issued by the Western Railroad Company, the State of North Carolina shall by this act have a lien upon the Western division of said road, together with all the rights, franchises, and powers thereto belonging, or in any wise appertaining, or which may hereafter belong or appertain, together with all the real and personal estate of said company which they may now have or hereafter acquire, and which lien shall have preference over all other claims whatsoever; and in case of failure of said company to pay the semi-annual interest on said bonds for twenty-four months after such interest shall become due, or to pay the principal of said bonds for twelve months after their maturity, the board of internal improvement, for and on behalf of the State, may enter upon and take possession of all the property hereinbefore specified, and dispose of the same so as to protect the State.

Sec. 5. That the public treasurer shall issue and dispose of the bonds hereinbefore directed, from time to time as may be necessary to make the loans to said company, as required by the provisions of this act; and said loans shall be made in the sums and on the conditions following, viz: that whenever the president of said company shall certify to the governor that a section of ten miles of said road has been graded continuously at either end of the western division, that said company has purchased the iron rails, chairs and spikes, and will forthwith

in good faith proceed to lay down and complete said sections of ten miles, said company shall be entitled to receive the sum of one hundred thousand dollars; and upon a like certificate, as each successive ten miles has been graded and prepared to receive the superstructure, said company shall be entitled to receive the sum of one hundred thousand dollars, until said division shall be completed. *Provided*, That if the last section shall be less than ten miles, a deduction shall be made in the proportion of one hundred thousand dollars to ten miles of road, it being the purpose of this act to loan said company ten thousand dollars per mile for each mile of road constructed between the eastern division and the final terminus of said road on the North Carolina Railroad. *Provided further*, That none of the boards [bonds] authorized to be issued for the Western division of said road, shall be sold by the public treasurer until it shall have been certified to him by the president of said company, that the iron rail purchased for the said Western division is of the product and manufacture of the State of North Carolina: *Provided further*, That the bonds so issued for said Western division shall not exceed $500,000.

SEC. 6. That whereas the provisions of the seventh, eighth and tenth sections of the act of the last Legislature, entitled "an act to aid in the construction and equipment of the Western Railroad from Fayetteville to the Coalfields," are unusual and have not been imposed upon any other company in this State, therefore the said seventh, eighth and tenth sections of said act be and the same are hereby repealed.

SEC. 7. That the bonds herein provided to be sold by the public treasurer shall not be disposed of by him for less than their par value.—[*Ratified February* 16, 1861.]

BYE-LAWS.

ARTICLE I.

The Annual Meetings of this Company shall be held on the third Monday in March in each and every year, in the Town of Fayetteville.

ARTICLE II.

The Stockholders, at each Annual Meeting, shall elect by ballot a President, Treasurer, and nine Directors.

ARTICLE III.

The President and any four Directors shall form a quorum for the transaction of business. In the absence of the President, any five Directors shall form a quorum.

ARTICLE IV.

The Board of Directors shall have power to adopt all necessary measures for the construction of the Road, and in all things to manage the affairs of the Company.

ARTICLE V.

The President of the Company shall sign all Certificates of Stock, and other official papers of the Company; call special meetings of the Board at his discretion, or on application of any two Directors; and upon the written application of Stockholders holding 250 shares of Stock, to call a General Meeting of the Company; sign all orders on the Treasurer; and generally to exercise superintendence over the affairs of the Company. He shall only be entitled to vote when there is a tie in the Board of Directors. His salary shall be $1500 per annum.

ARTICLE VI.

The Treasurer shall collect the assessments on the Stock, and have the care and custody of the funds belonging to the Company; shall deposite all cash received in one or other of the

Banks in this Town, and shall draw out nothing therefrom except by check countersigned by the President. He shall open and keep the books of the Company, under the Direction of the Board of Directors. He shall take a receipt or voucher for each item disbursed. He shall give a bond to the Company, with at least two good and responsible sureties to be approved of by the Board of Directors, in the sum of $10,000, for the faithful discharge of his duties as Treasurer. He shall render annual accounts, and oftener if thereto required, and be amenable to the Board of Directors. The Treasurer shall also be the Secretary of the Company and of the Board of Directors, and shall perform all the duties of that office. His salary shall be $1000 per annum.

ARTICLE VII.

Stock shall only be transferred by a surrender of the original Certificate, by the holder thereof, or by his attorney specially authorised to make such transfer, at the office of the Company in Fayetteville, or at such agency as shall be established for that purpose by the Board of Directors.

ARTICLE VIII.

At each Annual Meeting of the Stockholders, a Committee of three shall be appointed to examine the Accounts of the several Officers at the end of the fiscal year, and report thereon to the next Annual Meeting.

ARTICLE IX.

The fiscal year of the Company shall close on the last day of February in each year, and all books and accounts shall be balanced at that date, and in five days thereafter shall be subject to the inspection and examination of the Committee appointed by the preceding Article.

ARTICLE X.

The Form of the Certificate of the Capital Stock shall be as follows:

NORTH CAROLINA.

No.—— —— SHARES.

BE IT KNOWN, That —— —— of ———, — entitled to —— Shares in the Capital Stock of the WESTERN RAIL ROAD COMPANY, on which the full sum of *One Hundred Dollars* per Share has been paid, transferable by the said —— ——, personally or by Attorney.

Witness, the signature of the President and Secretary, [SEAL.] and the Seal of the Corporation, at Office, this —— day of ——, 18—.

—— ——, Sec'y. —— ——, Pres't.

ARTICLE XI.

The President and Directors shall, from time to time, issue full Certificates for Stock to the amount of three-fourths of the actual payments made by any Stockholder, upon the application of such Stockholder.